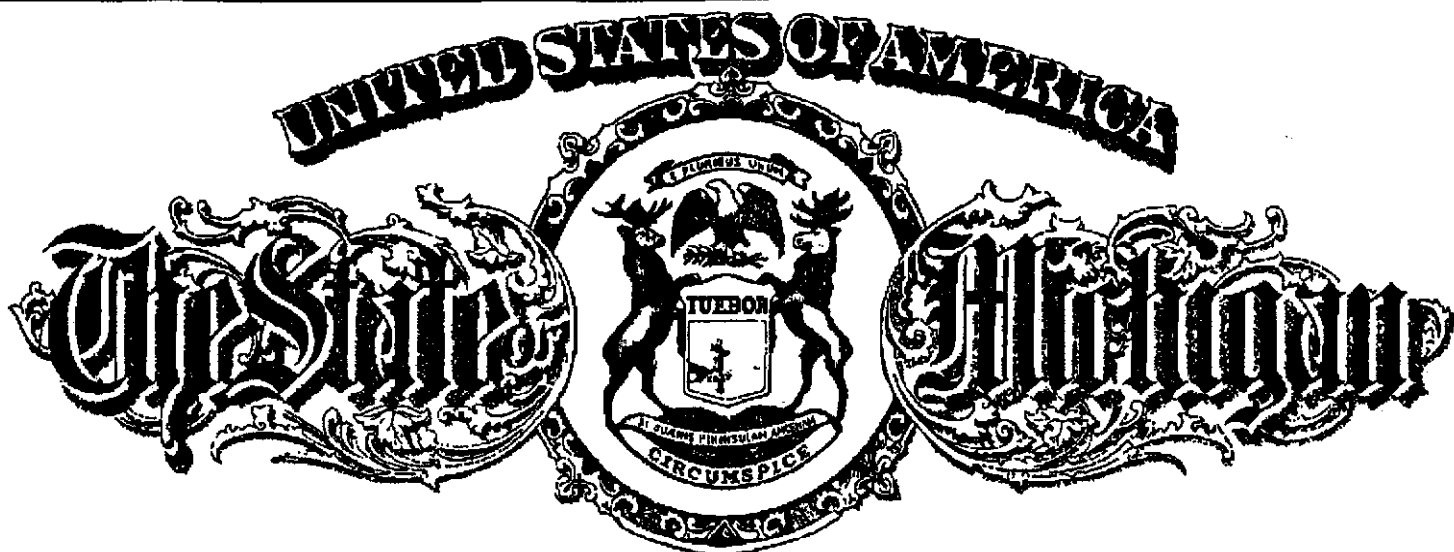


Attachment B - Articles of Incorporation and Certificate of Authority

See Attached



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 20th day of March, 2000.

, Director

172 0484060

Corporation, Securities and Land Development Bureau

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received

APR 03 1997

(FOR BUREAU USE ONLY)

FILED

APR 07 1997

Administrator
 MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
 CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

Name

Joseph H. Clancy

Address

27404 Drake Road

City

State

Zip Code

Farmington Hills, MI 48331

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

458-239

ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Pulse Communications, Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares:

1. Common Shares 10,000 voting; 50,000 nonvoting

Preferred Shares _____

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

Except for voting rights, all shares shall have equal distribution, dividend, and liquidation rights.

ARTICLE IV

1. The address of the registered office is:

3830 Fieldview, West Bloomfield, Michigan 48324
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is: Jeffrey P. Lauzon

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
Jeffrey P. Lauzon,	3830 Fieldview, West Bloomfield, Michigan 48324

~~ARTICLE VI (Optional Deletion Not Applicable)~~

~~When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.~~

ARTICLE VI (Optional Deletion Not Applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

ARTICLE VII

No Director shall be personally liable to this Corporation or its Shareholders for monetary damages for breach of the Director's fiduciary duty except for any of the following:

- A. A breach of the Director's duty of loyalty to this Corporation or its shareholders.
- B. Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law.
- C. A violation of Section 450.1551(1) of the Michigan Compiled Laws.
- D. A transaction from which the Director derived an improper personal benefit.
- E. An act or omission occurring prior to the date of filing these Articles.

ARTICLE VIII

The stock of the Corporation shall be issued pursuant to and in accordance with Section 1244 of the Internal Revenue Code of 1986, as amended.

I, (~~We~~), the incorporator(~~s~~) sign my (~~our~~) name(~~s~~) this 31st day of March, 19 97.



JEFFREY P. LAUZON

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received

APR 16 1997

(FOR BUREAU USE ONLY)

FILED

APR 17 1997

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EFFECTIVE DATE:

Name

Joseph H. Clancy

Address

27404 Drake Road

City

State

Zip Code

Farmington Hills, MI 48331

Document will be returned to the name and address you enter above

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: Pulse Communications, Inc.

2. The identification number assigned by the Bureau is:

4 5 8 - 2 3 9

3. The location of the registered office is:

3830 Fieldview, West Bloomfield

Michigan 48324

(Street Address)

(City)

(ZIP Code)

4. Article I of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is: Telefriend Communications, Inc. ✓

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a. ☐ The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, 19____.

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

b. ☒ The foregoing amendment to the Articles of Incorporation was duly adopted on the 11th day of April, 19 97. The amendment: (check one of the following)

☐ was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.

☐ was duly adopted by the written consent of all directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.

☐ was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)

☒ was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 14th day of April, 19 97

By: Jeffrey P. Lauzon
(Only Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

JEFFREY P. LAUZON, President

(Type or Print Name)

(Type or Print Title)

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received

APR 25 1997

(FOR BUREAU USE ONLY)

FILED

APR 28 1997

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EFFECTIVE DATE:

Name

Joseph H. Clancy

Address

27404 Drake Road

City

State

Zip Code

Farmington Hills, MI 48331

Document will be returned to the name and address you enter above

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: Telefrend Communications, Inc.

4 5 8 - 2 3 9

2. The identification number assigned by the Bureau is:

3. The location of the registered office is:

3830 Fieldview, West Bloomfield

Michigan 48324

(Street Address)

(City)

(ZIP Code)

4. Article I of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is: Telecents Communications, Inc.

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a. ☐ The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, 19____.

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

b. ☒ The foregoing amendment to the Articles of Incorporation was duly adopted on the 21st day of April, 1997. The amendment: (check one of the following)

☐ was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.

☐ was duly adopted by the written consent of all directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.

☐ was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)

☒ was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 22 day of April, 1997

By Jeffrey P. Lauzon
(Only Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

JEFFREY P. LAUZON, President

(Type or Print Name)

(Type or Print Title)



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MAY 26, 2000

6109-269-2

CHARLOTTE LACEY
LANCE STEINHART ATTY AT LAW
6455 E JOHNS CROSSING
DULUTH GA 30097

RE TELECENTS COMMUNICATIONS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
TELECENTS COMMUNICATIONS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF MICHIGAN HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 26TH
day of MAY A.D. 2000 and of
the Independence of the United States the two
hundred and 24TH



Jesse White

Secretary of State

Form **BCA-13.15**
(Rev. Jan. 1995)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834

This space for use by Secretary of State

FILED

MAY 26 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 5-26-00
License Fee \$ 25
Franchise Tax \$ 25
Filing Fee \$ 25
Penalties \$ 100
Approved: [Signature]

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: TELECENTS COMMUNICATIONS, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Michigan

(b) Date of Incorporation: April 7, 1997

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
(If none, so state)

8615 Richardson Road Suite 200
Walled Lake Michigan 48390

None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent National Corporate Research

First Name

Middle Name

Last Name

Registered Office One West Old State Capital Plaza

Suite 805

Number

Street

Suite #

Springfield

62701

Springfield

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Michigan

6. Names and residential addresses of officers and directors: SEE ATTACHED LIST.

Name	No. & Street	City	State	Zip
President <u>Jeffrey P. Lauzon</u>	<u>8615 Richardson Road, Suite 200, Walled Lake, MI</u>	<u>48390</u>		
Secretary <u>Cynthia Brown</u>	<u>8615 Richardson Road, Suite 200, Walled Lake, MI</u>	<u>48390</u>		
Director <u>Jeffrey P. Lauzon</u>	<u>8615 Richardson Road, Suite 200, Walled Lake, MI</u>	<u>48390</u>		
Director				
Director				

If more than 3, attach list

LIST OF RESIDENCE ADDRESSES FOR THE
OFFICERS & DIRECTORS OF
TELECENTS COMMUNICATIONS, INC.

Officers:

Jeffrey P. Lauzon 3830 Fieldview W. Bloomfield, MI 48324	President/Treasurer
--	---------------------

Mark Lauzon 11994 Hyne Road Brighton, MI 48114	Vice-President
--	----------------

Cynthia Brown 3565 Tyler Avenue Berkley, MI 48072	Secretary
---	-----------

Directors:

Jeffrey P. Lauzon
3830 Fieldview
W. Bloomfield, MI 48324

All the above referenced Officers & Directors can be reached at the business address of:
8615 Richardson Road, Suite 200, Walled Lake, MI 48390.

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Provide Telecommunication Services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common voting		no par value	10,000	100
common nonvoting		no par value	50,000	

9. Paid-in Capital: \$ 10,000

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 500,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000

11. Interrogatories: (Important – this section must be completed.)

8615 Richardson Road
Ste 200

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: **Walled Lake, MI**
- (b) Number of shares of all classes owned by residents of Illinois: **0**
- (c) Number of shares of all classes owned by non-residents of Illinois: **100**
- (d) Is the corporation transacting business in this state at this time? **No**
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

48390

12. This application is accompanied by a certified copy of the articles of Incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 28 March, 2000

TELECENTS COMMUNICATIONS, INC.

(Exact Name of Corporation)

attested by Cynthia Brown
(Signature of Secretary or Assistant Secretary)

by Jeffrey P. Lauzon
(Signature of President or Vice President)

Cynthia Brown /Secretary
(Type or Print Name and Title)

Jeffrey P. Lauzon /President
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).